



LAW OFFICES OF
RANDY E. MERRILL, P.A.

A PROFESSIONAL LEGAL CORPORATION

4501 NORTH TAMiami TRAIL
SUITE 208
NAPLES, FLORIDA 34103

TELEPHONE: (941) 261-6767
FACSIMILE: (941) 263-7054
E-MAIL: randymerrill@naplesnet.com

799000D14055

February 9, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 AM 11:56

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002771928--7
-02/10/99--01069--020
*****78.75 *****78.75

RE: Incorporation of GOLFPROMO, INC.

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation and Agent's Appointment and Acceptance for **GOLFPROMO, INC.**, as well as our firm check in the amount of \$78.75. We have also enclosed an addressed/stamped envelope for return of one copy of the articles as well as your letter of receipt.

Thank you for your assistance in this matter. If you should have any questions or comments, please do not hesitate to contact our office at (941) 261-6767.

Sincerely,

RANDY E. MERRILL, ESQ., P.A.

Elizabeth Mikolajczyk
Elizabeth Mikolajczyk

/eam

enclosures: (8)

cc: Golfpromo, Inc.

C:\MyFiles\Firms\Corporations\Transmittal of Articles to Secretary of State.wpd

D. BROWN FEB 12 1999

**ARTICLES OF INCORPORATION
OF
GOLFPROMO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 AM 11:56

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE: GOLFPROMO, INC.

ARTICLE II

DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF SERVING THE GOLF PROMOTIONS AND ADVERTISING INDUSTRY AND FOR THE PURPOSE OF TRANSACTING ANY AND ALL OTHER LAWFUL BUSINESS.

ARTICLE IV

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF \$ 1.00 PAR VALUE COMMON STOCK.

ARTICLE V

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI
REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS 4501 NORTH TAMiami TRAIL, SUITE 208, NAPLES, FLORIDA 34103, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS RANDY E. MERRILL, ESQ.

ARTICLE VII
PRINCIPAL OFFICE

THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE IS 2191 44th STREET S.W., NAPLES, FLORIDA 34116.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE NOR MORE THAN THIRTY-FIVE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

LEIGH-ANN COLQUHOUN
2191 44TH STREET S.W.
NAPLES, FLORIDA 34116

ARTICLE IX
INCORPORATOR

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR OF THE CORPORATION IS:

LEIGH-ANN COLQUHOUN
2191 44TH STREET S.W.
NAPLES, FLORIDA 34116

ARTICLE X

GENERAL PROVISIONS

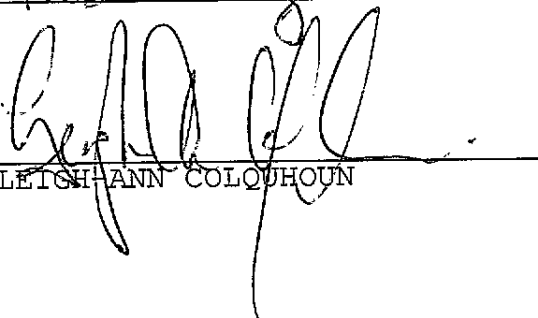
(A) THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF ANY CORPORATE DEBTS TO ANY EXTENT WHATSOEVER.

(B) SUBJECT TO THE PROVISIONS AND CONDITIONS OF THIS ARTICLE, THE CORPORATION SHALL HAVE THE FULL POWER AND LAWFUL AUTHORITY TO ACCEPT PROPERTY, LABOR AND SERVICES IN PAYMENT FOR SHARES OF ITS CAPITAL STOCK IN LIEU OF CASH, AT JUST VALUATION TO BE FIXED BY ITS BOARD OF DIRECTORS.

(C) A DIRECTOR OF THE CORPORATION MAY TRANSACT BUSINESS, BORROW, LEND OR OTHERWISE DEAL OR CONTRACT WITH THE CORPORATION TO THE FULL EXTENT AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

(D) THE CORPORATION SHALL INDEMNIFY EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ALL OR ANY PORTION OF ANY EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR AT THE TIME OF INCURRING SUCH EXPENSES), TO THE FULL EXTENT PERMITTED BY AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

IN WITNESS WHEREOF, THE UNDERSIGNED, RANDY E. MERRILL, HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID, ON THIS 9th DAY OF February, 1999.



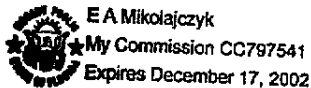
LETCHANN COLQUHOUN

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS
9th DAY OF February, 1999, LEIGH-ANN COLQUHOUN,
WHO IS _____ PERSONALLY KNOWN TO ME OR X WHO PRODUCED
IDENTIFICATION C 425-520-66-917-0 AND
WHO DID TAKE AN OATH.

E. A. Mikolajczyk
NOTARY PUBLIC
E. A. Mikolajczyk
PRINT NAME OF NOTARY

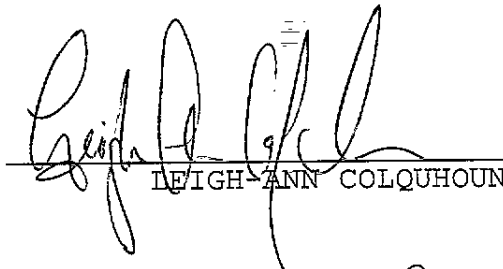
My Commission Expires:



{SEAL}

AGENT'S APPOINTMENT AND ACCEPTANCE

I, LEIGH-ANN COLQUHOUN, THE INCORPORATOR OF GOLFPROMO, INC., DO
HEREBY UNANIMOUSLY APPOINT RANDY E. MERRILL, ESQ. AS REGISTERED AGENT,
FOR SERVICE OF PROCESS OF GOLFPROMO, INC.

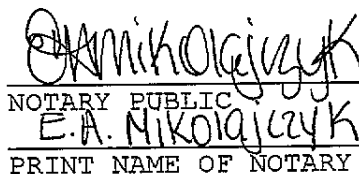

LEIGH-ANN COLQUHOUN

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 9th
DAY OF February, 1999, BY LEIGH-ANN COLQUHOUN, WHO IS
PERSONALLY KNOWN TO ME OR X WHO PRODUCED IDENTIFICATION
C 425 52066 917 0 AND WHO DID TAKE AN
OATH.



E.A. Mikolajczyk
My Commission CC797541
Expires December 17, 2002


NOTARY PUBLIC
E.A. Mikolajczyk
PRINT NAME OF NOTARY

{SEAL}

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 AM 11:56

I, RANDY E. MERRILL, ESQ., HEREBY ACCEPT APPOINTMENT AS
REGISTERED AGENT FOR SERVICE OF PROCESS.

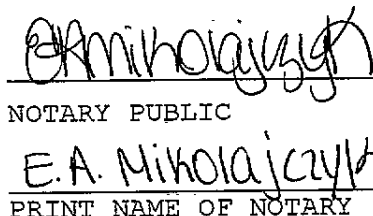

RANDY E. MERRILL, ESQ.

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 9th
DAY OF February, 1999, BY RANDY E. MERRILL, WHO IS
PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH.



E.A. Mikolajczyk
My Commission CC797541
Expires December 17, 2002


NOTARY PUBLIC
E.A. Mikolajczyk
PRINT NAME OF NOTARY

My Commission Expires: